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Genscript Biotech Corporation
金斯瑞生物科技股份有限公司 *
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1548)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 21 JUNE 2024;
(2) RESIGNATION OF DIRECTORS;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(4) AMENDMENTS TO MEMORANDUM AND ARTICLES OF THE COMPANY**

Poll Results of Annual General Meeting Held on 21 June 2024

The Board is pleased to announce that all the proposed resolutions as set out in the notice of annual general meeting dated 22 April 2024 and the supplemental notice of the postponed annual general meeting dated 30 May 2024 were duly passed by the Shareholders by way of poll at the annual general meeting of the Company held on 21 June 2024 at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America.

Resignation of Directors

The Board announces that, (i) Mr. Pan Yuexin has resigned as a non-executive Director with effect from 21 June 2024 due to his attainment of statutory retirement age, and (ii) Mr. Guo Hongxin has resigned as an independent non-executive Director with effect from 21 June 2024 due to having served as an independent non-executive Director for nine years by 24 August 2024.

The Board would like to express its gratitude to Mr. Pan Yuexin and Mr. Guo Hongxin for their outstanding contributions and wise counsel during the past nearly nine years and offers its best wishes to them.

Change in Composition of Board Committees

The Board further announces that, with effect from 21 June 2024, (i) Mr. Pan Yuexin ceased to be a member of the Strategy Committee and (ii) Mr. Guo Hongxin ceased to chair the Remuneration Committee and ceased to be a member of the Audit Committee and the Risk Management and ESG Committee respectively.

With effect from 21 June 2024, (i) Mr. Cheung Yiu Leung Andy will be appointed as a new member of the Audit Committee, (ii) Mr. Dai Zumian will be re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee and Dr. Shi Chenyang will be appointed as a new member of the Remuneration Committee, (iii) Mr. Cheung Yiu Leung Andy will be appointed as a new member of the Risk Management and ESG Committee and (iv) Mr. Dai Zumian and Mr. Pan Juan will be appointed as new members of the Strategy Committee.

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 21 JUNE 2024

The board (the “**Board**”) of directors (the “**Director(s)**”) of Genscript Biotech Corporation (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 21 June 2024 at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America (the “**AGM**”), all the proposed resolutions put to the vote have been taken by way of poll, as set out in the notice of annual general meeting dated 22 April 2024 as enclosed to the circular of the Company dated 22 April 2024 (the “**Circular**”) and the supplemental notice of the postponed annual general meeting dated 30 May 2024 as enclosed to the circular of the Company dated 30 May 2024 (the “**Supplemental Circular**”) and were duly passed by the shareholders of the Company (the “**Shareholders**”) at the AGM. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Supplemental Circular.

Attendance at the AGN

As at the date of the AGM, (i) the total number of issued Shares of the Company was 2,127,686,517 Shares (excluding treasury Shares, if any); (ii) there was no repurchased share which was pending cancellation and should therefore be excluded from the total number of issued Shares entitling holders to attend and vote on all the resolutions at the AGM; (iii) the Company did not hold treasury shares and no voting right of treasury shares has been exercised at the AGM; and (iii) Computershare Hong Kong Trustees Limited (the Trustee of the 2019 Restricted Share Award Scheme and the 2021 Restricted Share Award Scheme) and the nominee account (of which the beneficial owners are the relevant grantees the 2019 Restricted Share Award Scheme and the 2021 Restricted Share Award Scheme), which was holding 6,733,890 unvested Shares and 14,193 unvested Shares with voting rights attached respectively (representing approximately 0.3165% and 0.0007% of the number of the issued Shares of the Company respectively) have abstained from voting on any of the resolutions at the AGM. For the avoidance of doubt, holders of treasury Shares, if any, shall abstain from voting at the AGM. As such, save as disclosed below, holders of 2,120,938,434 Shares (or authorized proxies) were entitled to attend and vote on the resolutions proposed at the AGM.

Directors who are also Shareholders abstained from voting on the resolution in relation to the remuneration of Directors. Save as disclosed above, to the best knowledge, information and belief of the Company: (i) there were no treasury Shares as at the date of the AGM and it had not exercised the voting rights of the treasury Shares at the AGM; (ii) save as disclosed above, there were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules nor any Shares of holders required under the Listing Rules to abstain from voting at the AGM; and (iii) no party has stated any intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

All the Directors, except Dr. Wang Xuehai, who was absent due to other business affairs, were present at the meeting either in person or by means of telecommunication.

Scrutineer

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

Poll results of the AGM

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS ^{Note 1}		No. of Votes (%) ^{Note 2}	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 December 2023.	1,148,021,244 (99.975094%)	286,000 (0.024906%)
2.	(A) (i) To re-elect Dr. Zhang Fangliang as executive Director.	1,144,722,733 (99.688365%)	3,578,511 (0.311635%)
	(ii) To re-elect Mr. Meng Jiange as executive Director.	1,123,667,492 (97.854766%)	24,633,752 (2.145234%)
	(iii) To re-elect Dr. Zhu Li as executive Director.	1,145,253,373 (99.734576%)	3,047,871 (0.265424%)
	(iv) To re-elect Mr. Cheung Yiu Leung Andy as independent non-executive Director.	1,139,195,254 (99.207003%)	9,105,990 (0.792997%)
	(v) To re-elect Dr. Shi Chenyang as independent non-executive Director.	1,148,301,244 (100%)	0 (0%)
	(vi) To re-elect Dr. Wang Luquan as non-executive Director.	1,143,980,047 (99.636530%)	4,173,197 (0.363470%)
	(B) To authorize the Board to fix remuneration of the Directors.	1,148,208,725 (99.991943%)	92,519 (0.008057%)
3.	To re-appoint Ernst & Young, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix remuneration of auditor.	1,148,301,244 (100%)	0 (0%)
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued Shares of the Company.	1,061,813,659 (92.468215%)	86,487,585 (7.531785%)
	(B) To give a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the number of the issued Shares of the Company.	1,147,918,134 (99.966637%)	383,110 (0.033363%)
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue Shares by adding the number of Shares repurchased under the ordinary resolution No. 4(B).	1,065,626,043 (92.800217%)	82,675,201 (7.199783%)
5.	(i) To approve the proposed amendments to the existing share option scheme of the Company adopted on 7 December 2015.	1,070,835,301 (93.253866%)	77,465,943 (6.746134%)
	(ii) To approve the proposed amendments to the existing restricted share award scheme of the Company adopted on 22 March 2019.	1,070,835,301 (93.253866%)	77,465,943 (6.746134%)
	(iii) To approve the proposed amendments to the restricted share award scheme of the Company adopted on 23 August 2021 (as amended on 26 May 2022).	1,070,835,301 (93.253866%)	77,465,943 (6.746134%)
	(iv) To approve the proposed refreshment of the Scheme Mandate Limit.	1,070,835,301 (93.253866%)	77,465,943 (6.746134%)
	(v) To approve the adoption of the Service Provider Sublimit.	1,070,835,301 (93.253866%)	77,465,943 (6.746134%)

SPECIAL RESOLUTION ^{Note 1}		No. of Votes (%) ^{Note 2}	
		For	Against
6.	To approve the proposed amendments to the existing third amended and restated memorandum of association and the third amended and restated articles of association of the Company currently in force and to adopt the fourth amended and restated memorandum of association and the fourth amended and restated articles of association of the Company.	1,148,301,244 (100%)	0 (0%)

Note 1 The full texts of the resolutions are set out in the notice of the meeting incorporated in the Circular and the Supplemental Circular.

Note 2 All percentages are rounded to six decimal places.

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1 to 5, and 75% or above of votes were casted in favour of the above special resolution numbered 6, all of the above resolutions were approved by the Shareholders.

RESIGNATION OF DIRECTORS

The Board hereby announces that:

- (i) Mr. Pan Yuexin (“**Mr. Pan**”) had tendered his resignation from his positions as a non-executive Director of the Company and a member of the strategy committee of the Company (the “**Strategy Committee**”) due to the attainment of statutory retirement age, with effective from 21 June 2024; and
- (ii) Mr. Guo Hongxin (“**Mr. Guo**”) had tendered his resignation from his positions as an independent non-executive Director of the Company, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the risk management and ESG committee of the Company (the “**Risk Management and ESG Committee**”) due to having served as an independent non-executive Director for nine years by 24 August 2024, with effective from 21 June 2024.

Each of Mr. Pan and Mr. Guo has confirmed that he has no disagreement with the Board and there is no other matter in relation to their respective resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Pan and Mr. Guo for their outstanding contributions and wise counsel during the past nearly nine years and offers its best wishes to them.

CHANGE IN CHAIRMAN AND COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of the committees of the Company with effect from 21 June 2024.

Audit Committee

Mr. Guo ceased to be a member of the Audit Committee. Mr. Cheung Yiu Leung Andy, an independent non-executive Director of the Company, has been appointed as new members of the Audit Committee.

Following the above changes, the Audit Committee comprises three members, namely Mr. Dai Zumian (*Chairman*), Mr. Pan Jiuan and Mr. Cheung Yiu Leung Andy.

Remuneration Committee

Mr. Guo ceased to chair the Remuneration Committee. Mr. Dai Zumian, an independent non-executive Director of the Company, has been re-designated from a member to the chairman of the Remuneration Committee. Dr. Shi Chenyang has been appointed as a new member of the Remuneration Committee.

Following the above changes, the Remuneration Committee comprises three members, namely Mr. Dai Zumian (*Chairman*), Ms. Wang Ye and Dr. Shi Chenyang.

Risk Management and ESG Committee

Mr. Guo ceased to be a member of the Risk Management and ESG Committee. Mr. Cheung Yiu Leung Andy has been appointed as a new member of the Risk Management and ESG Committee.

Following this change, the Risk Management and ESG Committee comprises three members, namely Dr. Zhang Fangliang (*Chairman*) and Mr. Pan Jiuan and Mr. Cheung Yiu Leung Andy.

Strategy Committee

Mr. Pan ceased to be a member of the Strategy Committee. Mr. Dai Zumian and Mr. Pan Jiuan have been appointed as new members of the Strategy Committee.

Following the above changes, the Strategy Committee comprises four members, namely Dr. Zhang Fangliang (*Chairman*), Ms. Wang Jiafen, Mr. Dai Zumian and Mr. Pan Jiuan.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF THE COMPANY

References are made to the announcement of the Company dated 12 April 2024 and the Circular, in relation to, among other things, the proposed amendments to the existing third amended and restated memorandum of association and the third amended and restated articles of association of the Company (the “**Proposed Amendment**”).

The Proposed Amendments has been duly approved by Shareholders at the AGM by way of special resolution.

By order of the Board
GenScript Biotech Corporation
MENG Jiange
Chairman and Executive Director

Hong Kong, 23 June 2024

As at the date of this announcement, the executive Directors are Dr. Zhang Fangliang, Mr. Meng Jiange, Ms. Wang Ye and Dr. Zhu Li; the non-executive Directors are Dr. Wang Luquan and Ms. Wang Jiafen; and the independent non-executive Directors are Mr. Dai Zumian, Mr. Pan Jiuan, Dr. Wang Xuehai, Mr. Cheung Yiu Leung Andy and Dr. Shi Chenyang.

** For identification purposes only*